



ALL – AMÉRICA LATINA LOGÍSTICA S.A.
Corporate Taxpayer's ID (CNPJ/MF): 02.387.241/0001-60
Company Registry (NIRE): 41.300.019.886
Publicly-held Company
Category A

**MINUTES OF THE BOARD OF DIRECTORS' MEETING HELD ON
APRIL 24, 2013**

1. **Date, Time and Venue:** April 24, 2013, at 9:00 a.m., at Rua Emílio Bertolini, 100, Cajuru, in the city of Curitiba, state of Paraná.
2. **Presiding Board:** Wilson Ferro de Lara, Chairman; Beatriz Primon de Orneles, Secretary.
3. **Attendance:** Members of the Company's Board of Directors listed in item 5 hereinbelow.
4. **Resolutions:** The attending Board members unanimously resolved:
 - 4.1. To approve the publication of these minutes in summary format.
 - 4.2. In accordance with items "c", "p", "q", and "r" of Article 25 of the Company's Bylaws, the Board members resolved to approve the Delegation and Establishment of Jurisdiction Rule, pursuant to Exhibit I herein.
 - 4.3. To register the receipt of the statement of resignation presented by Mr. **Paulo Luiz Araújo Basílio** to the position of sitting member of the Company's Board of Directors on April 20, 2013, acknowledging the valuable services provided to the Company, and maintain the position held by Mr. Basílio vacant, since his alternate is unable to take office as sitting member at this moment.
5. **Closure:** There being no further business to discuss, the Board of Directors' Meeting was adjourned and these minutes were drawn up, read, approved and signed by the attending members. (*Signatures:*) *Wilson Ferro de Lara; Chairman; Riccardo Arduini; Alessandro Arduini; Carlos Fernando Vieira Gamboa; Nelson Rozental; Wagner Pinheiro de Oliveira; Henrique Amarante da Costa Pinto; José Carlos Alonso Gonçalves; Ricardo Schaefer; Joilson Rodrigues Ferreira; Linneu Carlos da Costa Lima; Raimundo Pires Martins da Costa and Eliane Aleixo Lustosa.*

This is a free English translation of the original minutes drawn up in the Company's records.

Curitiba, April 24, 2013.

Beatriz Primon de Orneles Cereza
Brazilian Bar Association (OAB/PR) 59.565 - Secretary

Exhibit I to the Meeting of the Board of Directors of ALL – América Latina Logística S.A., held on April 24, 2013

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DELEGATION AND ESTABLISHMENT OF JURISDICTION RULE IN ACCORDANCE WITH ITEMS “C”, “P”, “Q” AND “R” OF ARTICLE 25 OF THE COMPANY’S BYLAWS

Article 1 The Board of Executive Officers is hereby authorized to execute the following transactions without the need for authorization from the Board of Directors, provided said transactions are part of the Company’s normal course of business and comply with Article 2 below (“Rule”):

(a) To resolve, on the Board of Directors of its subsidiaries, on the overall business conduction of its subsidiaries, by means of financial, risk management and/or treasury policies of the subsidiaries, since these policies are similar or more restrictive than the policies approved for the Company by this Board of Directors.

(b) To resolve, on the respective Board of Directors of the subsidiaries, on the subsidiaries’ asset and liability financial transactions, up to one hundred million reais (R\$100,000,000.00). Particularly for subsidiary Ritmo Logística S.A., the limit is twenty-five million reais (R\$25,000,000.00).

(c) To take actions that imply in granting any type of collateral, by the Company to its subsidiaries, since the percentage amount of the collateralized transaction does not exceed the limit of the percentage equity interest held by the Company on the subsidiary, directly or indirectly.

Article 2 Any eventual mandates, authorizations and provisions granted that conflict with the present Rule are hereby revoked; however, transactions already undertaken by the Company within the limits established herein are ratified.

Article 3 For purposes of this Rule, “Subsidiaries” are all the companies in which the Company holds equity interest, such as, for example, Brado Logística e Participações S.A., Vetria Mineração S.A. and Ritmo Logística S.A.

Curitiba, April 24, 2013.

Beatriz Primon de Orneles Cereza
Brazilian Bar Association (OAB/PR) 59.565 - Secretary